



The Atchison, Topeka and Santa Fe Railway Company

80 East Jackson Boulevard
Chicago, Illinois 60604
312/427-4900

RECORDATION NO. 9276-1 Filed 1425

APR 11 1984 - 1 25 PM

INTERSTATE COMMERCE COMMISSION

April 9, 1984

4-102A024

No.

Date APR 11 1984

Fee \$ 10.00

ICC Washington, D. C.

Mr. Jim Baine
Acting Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Re: The Atchison, Topeka and Santa Fe Railway Company,
Equipment Trust, Series N, Supplement No. 3,
dated March 15, 1984

Dear Acting Secretary:

Enclosed herewith please find an original and one (1) counterpart of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is Supplement No. 4 dated as of March 15, 1984, to The Atchison, Topeka and Santa Fe Railway Company Equipment Trust Agreement, dated as of March 1, 1978.

That Equipment Trust is the primary document to which this supplement is connected and is recorded under Recordation No. 9276.

The names and addresses of the parties to this document are:

The Company, as Lessee:

The Atchison, Topeka and Santa Fe Railway Company
80 East Jackson Boulevard
Chicago, IL 60604

The Trustee, as Trustee and Lessor:

Harris Trust and Savings Bank
111 West Monroe Street
Chicago, IL 60690

The equipment covered by Equipment Trust Agreement, Series N, is described on Exhibit 1.

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For the convenience of the parties, I have enclosed five (5) additional counterparts of the supplement, which I should like to have returned to me bearing the recordation information.

A check in the amount of \$10 is also enclosed in payment of the Commission's prescribed recordation fee.

Very truly yours,



Gus Svolos
Vice President-Law

JQG/LBM/mj

Enclosures

EXHIBIT 1

Equipment Trust, Series N

SCHEDULE A

Quantity	Type	Estimated Cost	
		Per Unit	Total
25	60' 100-ton "Hi-Roof" Box Cars with double plug doors and roller bearing trucks (Class Bx-187), Berwick Forge & Fabricating division of Whitaker Corp., builder; numbered 37562 to 37586, inclusive	\$ 55,100	\$ 1,377,500
200	50'6" 100-ton Box Cars with lading anchors and roller bearing trucks (Class Bx-189), FMC Corporation, builder; numbered 152100 to 152299, inclusive	37,500	7,500,000
300	61' 100-ton Insulated Box Cars with load dividers and roller bearing trucks (Class Bx-188), Pacific Car and Foundry Company, a division of PACCAR, Inc., builder; numbered 622250 to 622549; inclusive	52,500	15,750,000
25	4180 cu. ft. 100-ton "Airslide" Covered Hopper Cars with roller bearing trucks (Class Ga-200), General American Transportation Corporation, builder; numbered 310630-310654, inclusive	43,100	1,077,500
100	3000 cu. ft. 100-ton Covered Hopper Cars with roller bearing trucks (Class Ga-199), Pullman Incorporated (Pullman-Standard division), builder; numbered 350000-350099, inclusive	29,300	2,930,000
132	100-ton "Rapid Discharge" Hopper Cars (Class Ga-198), Ortner Freight Car Company, builder; numbered 85850 to 85981, inclusive	40,500	5,346,000
100	3420 cu. ft. 100-ton Triple Cross Hopper Cars with roller bearing trucks (Class Ga-201), Greenville Steel Car Company, builder; numbered 179700-179799, inclusive	29,500	2,950,000
2	190-ton Depressed Center Flat Cars with four roller bearing trucks on span bolsters (Class Ft-94), Maxson Corporation, builder; numbered 90006-90007, inclusive	153,000	306,000
3	250-ton Flat Cars with four roller bearing trucks on span bolsters (Class Ft-95), Maxson Corporation builder; numbered 90021-90023, inclusive	143,000	429,000
14	3,000 HP Diesel-electric Locomotives (Model SD-40-2), General Motors Corporation (Electro-Motive Division), builder; numbered 5200 to 5213, both inclusive.....	679,000	9,506,000
6	3,000 HP Diesel-electric Locomotives (Model C-30-7), General Electric Company, builder; numbered 8058 to 8063, both inclusive.....	698,000	4,188,000
30	100-ton Woodchip Gondola Cars, (Class Ga-202), PACCAR, Inc., builder; numbered 165715 to 165744, both inclusive.....	38,400	1,152,000
23	100-ton Cement Hopper Cars, Greenville Steel Car Company, builder; numbered 350327 to 350349, both inclusive.....	37,650	865,950
7	Enclosed Tri-Level Auto Racks (TL-10), Thrall Car Manufacturing Company, builder; numbered 1929 to 1935, both inclusive.....	35,072	245,504
Total.....			<u>\$53,623,454</u>

THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY
EQUIPMENT TRUST, SERIES N

APR 11 1984 - 1 55 PM
FILED 1425
COMMERCE COMMISSION

SUPPLEMENT NO. 3, dated as of March 15, 1984, to the Equipment Trust Agreement, dated as of March 1, 1978, amended (the "Agreement"), between The Atchison, Topeka and Santa Fe Railway Company, a Delaware corporation (the "Company"), and Harris Trust and Savings Bank, an Illinois corporation (the "Trustee"), whereby The Atchison, Topeka and Santa Fe Railway Company Equipment Trust, Series N, is created.

WHEREAS, the Company desires to cause the additional equipment described below to be acquired by the Trustee; and

WHEREAS, Sections 3.1 and 4.2 of the Agreement provide for acquisitions of such additional equipment upon the terms therein set forth;

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the Parties hereto agree as follows:

1. In accordance with Section 4.2 of the Agreement, the Company shall cause the following items of new standard gauge railroad equipment (the "Additional Equipment") to be transferred to the Trustee, and hereby assigns to the Trustee all of the Company's rights, titles and interests in the Additional Equipment to be acquired:

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u> <u>Per Unit</u>	<u>Total</u>
7	Enclosed Tri-level Auto Racks (TL-10), Thrall Car Manufacturing Company, Builder, Nos. 1929 to 1935, both inclusive	\$35,072	\$245,504

2. In accordance with Sections 3.1 and 4.2 of the Agreement, the Additional Equipment is hereby included as a part of the Trust Equipment, subject to all terms and conditions of the Agreement in all respects, and the Additional Equipment is hereby leased by the Trustee to the Company.

3. The Agreement is hereby amended by substituting a new Schedule A, revised in accordance with this Supplement, for the present Schedule A, reflecting the additional equipment to be included in the Agreement. A copy of the revised Schedule A is attached hereto as Exhibit 1.

4. In accordance with Sections 4.6 and 6.4 of the Agreement, the Company shall cause this Supplement to be filed in the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303.

IN WITNESS WHEREOF, the Company and the Trustee have caused the Supplement to be executed by their respective duly authorized officers and have affixed their duly attested corporate seals, as of the date first above written.

ATTEST:

THE ATCHISON, TOPEKA AND SANTA FE
RAILWAY COMPANY

T. M. McGovern
Assistant Secretary

By A. G. Ruegg
Executive Vice President

ATTEST:

HARRIS TRUST AND SAVINGS BANK,
as Trustee

C. R. Rott
Assistant Secretary

By R. S. Mason
Vice President

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 5th day of April 1984 before me personally appeared D. G. Ruegg to me personally known, who, being by me duly sworn, says that he is Executive Vice President of THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

K. C. Dwyer
Notary Public

(Notarial Seal)

My Commission Expires

My Commission Expires May 19, 1987

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 6th day of April 1984 before me personally appeared R. G. Mason, to me personally known, who, being by me duly sworn, says that he is Vice President of HARRIS TRUST AND SAVINGS BANK, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

J. Bartol
Notary Public

(Notarial Seal)

My Commission Expires DECEMBER 2, 1985

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